



(07/05)

COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION

GUIDE FOR TERMINATION OF A VIRGINIA NONSTOCK CORPORATION

Voluntary termination of the existence of a Virginia nonstock corporation is accomplished **in one of two ways, depending upon the corporation's circumstances**. Please read both paragraphs 1 and 2 to determine which circumstance applies.

1. If the corporation has not commenced to transact business, a majority of the initial directors or, if there are none, the incorporators may dissolve the corporation and terminate its existence by filing with the Commission articles of termination of corporate existence, after which the Commission will issue and record a certificate of termination of corporate existence. You may use the attached form SCC913, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-913 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

OR:

2. If the corporation has commenced to transact business, both articles of dissolution **and** articles of termination of corporate existence must be filed with the Commission, after which the Commission will issue and record a certificate of dissolution and a certificate of termination of corporate existence.

a. Articles of dissolution - you may use form SCC904, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-904 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

b. Articles of termination of corporate existence - you may use form SCC912, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-912 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

The total amount of fees to file both articles is \$20.00.

NOTE: The fact that a corporation has wound up its affairs and has ceased conducting business does not end its legal existence. The corporation will maintain its legal existence, will remain active on the Commission's records and will remain liable for paying annual registration fees and responsible for filing annual reports until a certificate of termination of corporate existence has been recorded in the Clerk's Office of the Commission (or the corporation has otherwise ceased to exist due to automatic termination, merger, etc.).

You can download these forms from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

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Form SCC913 follows.



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC913
(07/05)

ARTICLES OF TERMINATION OF CORPORATE EXISTENCE
By the initial directors or the incorporators of a nonstock corporation

The undersigned, pursuant to § 13.1-913 of the Code of Virginia, execute(s) these articles and state(s) as follows:

1. The name of the corporation is

_____.

2. The corporation has not commenced to transact business.

3. No debt of the corporation remains unpaid.

4. The net assets of the corporation remaining after winding up have been distributed.

5. **Either:** ☐ A majority of the initial directors authorized the dissolution.

Or: ☐ Initial directors were not named in the articles of incorporation and have not been elected, and a majority of the incorporators authorized the dissolution.

The undersigned constitute a majority of the initial directors, if any, or a majority of the incorporators.

Executed in the name of the corporation by the following ☐ initial directors or ☐ incorporators:

(signature[s])

(printed name[s])

(corporation's SCC ID #)

(telephone number (optional))

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document
(if left blank, correspondence will be sent to the registered agent at the registered office):

(name)

(mailing address)

NOTE

This form contains the provisions required by § 13.1-913 of the Code of Virginia to be set forth in articles of termination of corporate existence of a nonstock corporation which has not commenced to transact business.

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

INSTRUCTIONS

1. Name: Insert the exact name of the corporation currently on file with the Commission.

Note: The person(s) signing these articles certify(ies) statements 2, 3 and 4 (and all other information placed on this form) to be true, under penalty of law.

5. Check the box next to the statement which applies to the corporation. One statement only must apply.

A majority of either the initial directors or the incorporators must execute the articles. Check the box indicating that the signatures and printed names are either of initial directors or of incorporators (one only must apply). Have each person sign the form and type or print his or her name next to the signature. Attach a separate sheet with additional signatures and printed names, if necessary to accommodate a majority of the required signatures.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$10.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.